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MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

December 30, 1998

Via Federal Express
Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002727560--1
-12/31/98--01036--004
*****122.50 *****78.75

Re: Clements Publishing Company

To Whom It May Concern:

Enclosed please find executed Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$122.50 for filing fees made payable to the Florida Secretary of State. Please note that there is an effective date of January 1, 1999. We would appreciate your return of a certified copy of the filed articles in the self-addressed, stamped envelope provided.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,



Michael E. Goodbread, Jr.

MEGjr:tas
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:05

8/17/99

EFFECTIVE DATE

01/01/99

ARTICLES OF INCORPORATION
OF
CLEMENTS PUBLISHING COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:05

ARTICLE I.

NAME

The name of this corporation is Clements Publishing Company.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 1222 North 21st Street, Jacksonville Beach, Florida 32250.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of One Cent (\$.01) per share. Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1222 North 21st Street, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Michael A. Clements. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

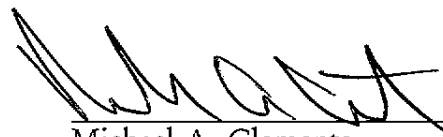
<u>NAME</u>	<u>ADDRESS</u>
Michael A. Clements	1222 North 21st Street Jacksonville Beach, Florida 32250

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal ^{as of} this 1st day of January, 1999.

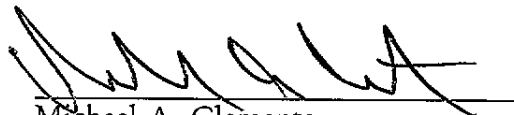


Michael A. Clements
Incorporator.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
CLEMENTS PUBLISHING COMPANY

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1997), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Clements Publishing Company, a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1222 North 21st Street, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, as of the 1st day of January, 1999.



Michael A. Clements
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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